

UNITED STATES DISTRICT COURT
FOR THE
DISTRICT OF MASSACHUSETTS

PHILIP L. TROPEANO, et al.,

Plaintiffs,

v.

CHARLENE DORMAN, et al.,

Defendants.

)
)
)
)
)
) CIVIL ACTION
) NO. 03-CV-12231-RGS
)
)
)
)

JOINT EMERGENCY MOTION TO VACATE STANDSTILL ORDER

All parties to this action jointly request that the Court vacate the Standstill Order issued by the Court on December 20, 2006 and subsequently recorded at the Massachusetts Land Registration Office of the Middlesex South Registry of Deeds. As grounds for this motion, the parties state as follows:

1. In this action, Plaintiffs seek the Court's determination of the amount to which they are entitled for their former partnership interests in the Captain Parker Arms Partnership. Pursuant to Mass. G.L. c. 108A, §42 and the decision of the First Circuit herein, each Plaintiff is entitled to the value of his or her former partnership interest as of October 1, 2003.

2. On December 20, 2006, the Court issued the Standstill Order.

3. Following the first day of trial, the parties agreed to settle this matter late in the afternoon on December 17, 2007, and on December 18, 2007 counsel presented their points of settlement in open Court.

4. The parties contemplated that the real estate on which the Captain Parker Arms Partnership operates its business would be refinanced to pay the settlement amount, and the Plaintiffs agreed to "vacate the Standstill Agreement prior to the refinancing to pay the

settlement amount.” Defendants are hoping to complete the refinancing by Monday, April 21, 2008.

5. As part of the preparations for the refinancing, the Captain Parker Arms Partnership has been converted into a new Massachusetts LLC named Captain Parker Arms, LLC, and Defendants must convey the real estate from the T&N Realty Trust to the new Captain Parker Arms, LLC, which will in turn refinance the real estate to pay the settlement amount.

6. Because the closing of the refinancing is imminent, the parties ask the Court’s indulgence and to grant this motion on an emergency basis.

7. A proposed Order to Vacate the December 20, 2006 Standstill Order is attached hereto. Upon execution, such Order will be held in escrow by counsel for the Plaintiffs until such time as the parties execute their “Settlement Agreement and Release”, which supplements, ratifies and confirms the agreement reached by the parties on December 17, 2007, whereupon it will be released to counsel for the Defendants for filing with the Massachusetts Land Registration Office of the Middlesex South Registry of Deeds so as to facilitate the refinancing. The parties expect that their execution of the Settlement Agreement and Release is imminent.

Respectfully submitted,

/s/ Sander A. Rikleen

Sander A. Rikleen (BBO# 420280)
Christine M. O’Connor (BBO#647535)
Edwards, Angell Palmer & Dodge LLP
111 Huntington Avenue
Boston, MA 02199
Tel: (617) 239-0100
Attorneys for the Defendants

/s/ Thomas M. Ciampa

Thomas M. Ciampa (BBO# 566898)
Ciampa & Associates
20 Park Plaza, Suite 804
Boston, Massachusetts 02116
Tel.: (617) 742-5955
Attorney for the Plaintiffs

Dated: April 14, 2008